

**HELM**  
**FINANCIAL CORPORATION**  
February 26, 2004

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

www.hlmx.com

RECORDATION NO. 20822-LR FILED

MAR 8 '04 12:24 PM

SURFACE TRANSPORTATION BOARD

MAR 8 2004  
RECEIVED

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Partial Termination of Master Lease Agreement dated as of February 12, 2004 by Helm Financial Corporation ("**Partial Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Norfolk Southern Railway Company  
110 Franklin Road, SE  
Roanoke, VA 24042-0041

Equipment: 63 Boxcars  
NS 489180-489219, 489661, 489231-489253

Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. **20822-I** filed on September 23, 1998 at 2:23 PM. The filing fee of \$30.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of February 12, 2004 by Helm Financial Corporation for 63 boxcars, NS 489180-489219, 489661, 489231-489253, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20822-I.

Yours truly,



Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

RECORDATION NO. 20822-RR FILED

MAR 8 '04 12-24 PM

**PARTIAL TERMINATION OF MASTER LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

**THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination")** is dated as of February 12, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor entered into the Master Lease Agreement dated as of July 15, 1996 ("**Master Lease**") and Schedule No. 9 thereto dated as of May 20, 1998 ("**Schedule 9**") with **Norfolk Southern Railway Company**, a Delaware corporation, with respect to the sixty-three (63) railcars described in Schedule A attached hereto. The Memorandum of Schedule 9 dated May 20, 1998 is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 20822-I filed on September 23, 1998 at 2:23 PM.

Schedule 9 was terminated on August 8, 2003. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule 9 to the Master Lease is hereby formally terminated.

**IN WITNESS WHEREOF**, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Master Lease Agreement to be signed in its corporate name as of the date first above written.

**HELM FINANCIAL CORPORATION**

By: Barbara W. Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President & CFO

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

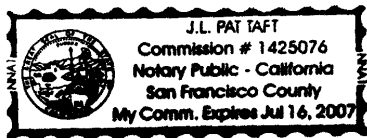
On February 24<sup>th</sup>, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



J. L. Pat Taft  
SIGNATURE OF THE NOTARY

[Notarial Seal]

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**SCHEDULE A**

**To the Partial Termination of Master Lease Agreement  
dated as of February 12, 2004**

**Description of the Units:** Sixty-three (63), 86', 70-ton, XP boxcars.

**Unit Numbers:**

NS 489180-489219, 489661  
NS 489231-489253